

Date: 21 May 2018
Venue: The Boardroom, City Campus, the Sheffield College
Present: Gwyn Arnold
 Kathryn Atkin
 Jay Bhayani
 Ian Brown
 Angela Foulkes (joined the meeting from minute 18/4/4 onwards)
 Beri Hare
 Chris Linacre
 Saleem Rashid
 Seb Schmoller (Chair)
 Amy Smith
 Kim Streets
 John Timms
 Gil Vasey

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In attendance Alison Shillito, Clerk to the Governing Body
 The following staff joined the meeting from minute 18/4/4 onwards
 Kate Platts, Executive Director of Finance and Resources
 James Smythe, Deputy Principal
 Lorraine Mackinder, Deputy Clerk (observer)
 Rosheen Hodgkiss-Bernard, Interim Head of HR attended for minute 18/4/14

		Action by whom	by when
18/4/1	Apologies for absence were received from Ian Falconer, Chris Husbands and Jane Jones.		
18/4/2	Declarations of Interest Saleem Rashid declared an interest in staffing matters as recently elected branch chair of UCU, a recognised trade union, negotiating on behalf of teaching staff at the College. Governors agreed that no action was required on this for any specific agenda item.		
18/4/3	Senior Post vacancy - appointment of a permanent Chief Executive and Principal		
3.1	The Chair opened the meeting in private to report the recommendation of the selection panel for the appointment of the permanent Chief Executive and Principal. He reported that the acting CEO and Principal had not joined the meeting as she had a direct interest in the item. Other staff governors and student governor were not required to withdraw from the private meeting.		

- 3.2 The Chair tabled the confidential report of the Selection Panel which contained a recommendation for appointment and supporting recommendations to implement and communicate the outcome.
- 3.3 The Governing Body approved unanimously that Angela Foulkes be appointed as Chief Executive and Principal of The Sheffield College, with immediate effect and considered the panel's other recommendations as follows
- 3.4 It was noted that the two day selection event had involved governors, staff, students and external stakeholders who either took part directly in the selection event or organised the recruitment process. It was **agreed** that all those involved should be thanked formally on behalf of the Governing Body for their contribution. Clerk & Chair May 2018
- 3.5 Governing Body endorsed the proposal that the Chair, advised by the Executive Director of HR and OD, will agree with Angela Foulkes an appropriate programme of coaching or mentoring, initially for a six month period, which should be a component of the broader development programme for Senior Post Holders and Executive Team members that the College is in the early stages of implementing. Chair July 2018
- 3.6 The Chair, building on preparatory work already done, will work with the College's Head of Media Relations, to tell staff, stakeholders, funders, regulators, and the media about the appointment. Chair 21 May 2018
- 3.7 The Chief Executive and Principal (supported by the Clerk, the Chair, and the Executive Director of HR and OD Director) will swiftly form a selection panel to commence recruitment to fill the vacant Senior Post of Deputy Chief Executive, Curriculum, Quality, and Assessment. Beri Hare, Ian Brown Gwyn Arnold and Kim Streets all expressed interest in participating in the recruitment panel. The constitution of the panel was delegated to the Chief Executive and Principal to determine within the requirements of the articles. Chief Exec & Principal June – August 2018

18/4/4 Chair's comments

- 4.1 The Chair invited Angela Foulkes, the Deputy Principal and Executive Director of Finance and Resources into the meeting and welcomed Lorraine Mackinder to the meeting, as an observer.
- 4.2 The Chair noted that this was Gil Vasey's last meeting and, on behalf of the College, thanked Gil for his service to the College as Governor and latterly as Chair of Finance, Employment and General Purposes Committee.
- 4.3 The Chair reported that Anne Wilson had resigned as a governor on Friday 18 May with immediate effect due to a change in her work commitments. The Chair, having read from an email that Anne had sent, thanked Anne on behalf of the College for her service to the College as a governor and as Vice Chair.
- 4.4 **Changes to the published agenda**
The Chair reported that the update on risk management policy would be deferred to the next meeting because the Chair of Audit and Risk Assurance was away. Furthermore, that the papers for part

5 of the agenda, Higher Education were still being finalised for the reasons reported in the minutes of the Planning and Performance Committee. The papers were being finalised in consultation with a small group of governors and the Chair would be making a proposal to complete that business later in the meeting.

- 4.5 It was noted that the draft 30/4/2018 Planning and Performance Committee minutes included some confidential minutes although they were not marked as such on the agenda. Governors were requested to treat the draft as confidential pending production of two separate sets of unconfirmed minutes.

Minutes of the meeting on 5 March 2018

18/4/5

The minutes were approved as an accurate record subject to one correction – that Ian Brown’s name be deleted from the list of Governors present as his apologies for absence were accurately recorded in minutes 18/3/1.

18/4/6

Matters arising

- | | | | |
|-----|---|-------------------|----------------------------|
| 6.1 | Action 17/44 – Safeguarding Training - Governors noted the delay in the Clerk arranging additional face to face training on Safeguarding. Governors requested that this training be arranged; it should be provided by the College’s safeguarding staff as an additional morning meeting. | Clerk | Sept
2018 |
| 6.2 | Action 17/29 – Staff Engagement Survey - Governors noted that an interim report was being considered later in the meeting and requested that the overall action of responding to the last Staff Engagement Survey be carried forward and included with any actions arising from that report that would be addressed by the new Executive Director of HR and Organisation Development. | ED HR&OD | Oct
2018 |
| 6.3 | Action 18/11 – understanding the KPI Performance Framework – it was noted that the KPI Scorecard was in development. This action would be rescheduled to coincide with Governing Body agreeing the new KPIs including those for teaching, learning and student success in July. | CE&P | July
2018 |
| 6.4 | Actions 18/23 and 18/24 - Cross- College Improvement Plan and Strategy Event – the Chief Executive and Principal said that the Improvement Plan would be central to the College’s new strategy map and business plan. Governors, staff and students would be consulted on the plan and she intended to consult with Governors at the June strategy event. Partly for this reason, the event was proposed as a full day and not all suggestions made at the last meeting had been included in the outline programme. Governors agreed that a full day focusing on the landscape of FE and College strategy for the next two to three years would be valuable. The Chief Executive and Principal agreed to review the draft programme to see if it could start and finish earlier. The Clerk agreed to send an updated invitation for the whole day and confirm the venue. | CE&P

Clerk | May
2018
May
2018 |
| 6.5 | Action 18/27 – the Clerk reported that the College had received six expressions of interest for the governor vacancy, assisted by AoC, and a meeting of Search Committee had been arranged for 7 June to interview potential appointees. Governors authorised the Chair to take action to shortlist suitable candidates and seek to fill both | | May |

	current vacancies, if possible.	Chair	2018
18/4/7	Principal and Acting Chief Executive Officer's Report.		
7.1	Governing Body <u>received</u> the report and		
	i) Congratulated Amy Smith on the FE Student of the Year award made to her by NUS national LGBT+ group.		
	ii) <u>Approved</u> the recommendation that Governors have new ID cards with photos and a different coloured lanyard to staff lanyards.	CE&P	July 2018
	iii) <u>Approved</u> the recommendation that governors should be subject to DBS checks at the level appropriate to their role in and access to the College.	Clerk & HR	June 2018
18/4/8	Performance Framework		
8.1	Governing Body received a tabled paper and considered it as follows.		
8.2	Apprenticeships – moved from Amber rag rating to Red since March report. The Chief Executive and Principal said that this reflected a higher withdrawal rate than usual for apprentices recruited in Spring 2017. It was acknowledged that the pace of recruitment had been faster than the College had been able to increase its capacity in some areas. The resource issues had been addressed in October 2017 but as the College's apprenticeships generally last for two years, the higher withdrawal rate would continue to have an impact on KPI data in 2017/18 and 2018/19. Since October 2017, there had been some in-year improvement in apprenticeships and the College would still achieve National Rates overall but at a reduced rate compared to previous years.		
8.3	Attendance – Governors noted that this remains a significant concern and, in spite of initiatives to improve attendance, had been largely static		
8.4	Governors <u>noted</u> the report and <u>agreed</u> that the College's plan for addressing the Red RAG rating for Apprenticeships and Attendance on 16 – 18s Study Programmes be submitted to Planning and Performance Committee for scrutiny and monitoring.	CE&P	Sept 2018
18/4/9	Finance update – Period 6 monthly management accounts, ESFA Grant Funding letter and budget process for 2018/19		
9.1	The Chair of Finance, Employment and General Purposes Committee commented that the Committee had scrutinised the accounts and were assured that the College's cash position was being successfully managed. Even excepting the amount subject to dispute in the College's <i>Lennartz</i> claim, the College would be within £70K of its budget which was a good position at this point in the year.		
9.2	In response to a query about the reduction in catering income, the Chief Executive and Principal reminded governors that although overall student numbers were similar to last year more students were learning off-campus under sub-contract and therefore could not use college catering.		

18/4/10 ESFA Letter and Financial Dashboard

Governors received the ESFA's assessment and financial dashboard dated 14/3/2018 and the EDF&R's covering report. The ESFA assessment had reduced the College's 2016/2017 assessment grade from Good to Satisfactory, as a result of the breach of the College's bank covenants and the long term loans being re-classified in the College's audited financial statements as short term. The Executive Director of Finance and Resources would be bringing additional benchmark data back to the board via FE&GP Committee to assist Governors in monitoring and controlling performance.

EDF&R

July
2018

18/4/11 Presentation: Teaching, learning and quality improvement update

11.1 The Planning and Performance Committee had decided on 30/4/2018 that Governors would find it helpful to receive prior to 21/5/2018 a brief presentation showing in outline the nature and extent of improvements in learning and teaching during 2017/2018, noting that this would of necessity make relatively little use of output measures such as achievement rates, and that it would need to rely in part on the professional judgements of colleagues who are directly involved in the College's quality improvement activities. Instead of a brief presentation prior to the meeting, the Deputy College Principal presented in person a detailed summary of the main steps being taken, and some of the already evident changes in the College's educational performance during 2017/2018 and since the College's January 2018 Ofsted Inspection. Highlights included the following:

- i) **Retention** – well above national rates and forecast to be 2pps higher in 2017/18 than in 2016/17 – improved retention rates in Health and Social Care, Engineering (Motor Vehicle), Performing Arts, Functional Skills and Foundation Learning indicate that Area Support Plans are having a positive impact but this has yet to be seen in academic studies/A Levels (two year courses)
- ii) **Achievement rates** – a higher percentage of achievements had already been recorded this year (16% by 30 April 2018) compared to 13% last year (by 31 July 2017). This gives a stronger basis for forecasting, including data for Governing Body.
- iii) **English & maths** — English GCSE performance is strong as demonstrated by the November resit results. Maths achievement remains weak.
- iv) **Quality improvement support** – 40 observers have been re-trained. Learning and Development Coaching capacity has been increased with more posts being recruited. All planned Quality Development Reviews were completed with action in progress.
- v) **Observations** – 249 completed and the overall picture is that teaching quality still requires improvement. The

College is currently further strengthening observation and self-assessment processes.

- vi) **Student attendance in English and maths** – attendance across the College is not yet improving at the rate needed and this is being worked on at College and department levels.
- vii) **Value added** – still negative but moving in right direction; English has seen significant improvement.
- viii) **Understanding impact of radicalisation** – a member of the City’s Silver Group has agreed to work with our students on this.
- ix) **Next steps** – the current business planning processes are addressing the need for more capacity in Learning and Development Coaching. The Director of Performance and Funding is having a significant positive impact on improving availability and consistency of data.

11.2 Governors noted the update and considered it as follows

- i) It was a much more detailed presentation than had been requested, notwithstanding its interest. Governors asked for the slides to be emailed to Governors, ideally with a short summary paper that met the Planning and Performance Committee’s 30/4/2018 request.
- ii) Governors asked about the rigour of forecast data. The Deputy Principal said that forecasts are being tested and challenged with Directors in business review meetings. Retention data should be reliable, with timelier processing of withdrawals. Achievement rates are less certain and should be known by 31 July except GCSEs and A Levels.
- iii) A governor asked how the College would know if additional Learning and Development Coaching capacity is having a positive impact? The Deputy Principal said that, subject to being able to recruit the right calibre of coaches, governors should during 2018/2019 be able to see the results in positive trends in observation outcomes, student attendance, progress and success.

CE&P and Deputy College Principal	Early June 2018
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18/04/12 English and maths update: conditions of funding

12.1 The Chief Executive and Principal reported that, as at 15/5/2018, under 4.7% of relevant learners had not yet met the condition of funding for English and maths. She expected the College to achieve 4.4% by the end of July. This was within the tolerance to avoid claw back of funding but would be higher than last year’s outturn of 3%. Greater flexibility has been built into the mode and recording of attendance at English and maths classes in the spring and summer terms of 2017/18 which has had a positive effect on the CoF.

12.2 Governing Body noted the report.

18/4/13 Higher Education Access & Participation Agreement and Application to Office for Students (OFS) for registration as an HE

Provider

- 13.1 The Chair reported that that Planning and Performance Committee had discussed progress on these items and had expressed concerns that the College was not making fast enough progress to complete and submit these by 23 May 2018. Gwyn Arnold (a governor with extensive HE experience) had helped the College source a consultant to assist the College at short notice. Planning and Performance Committee had agreed a panel to scrutinise draft documents on its behalf comprising the Chair, the Chair of Planning and Performance Committee, Gwyn Arnold, supported by the Clerk. This panel had received the drafts of all documents and provided comments and corrections.
- 13.2 Governors gave delegated authority to the Chair, Chris Linacre (Chair of the Planning and Performance Committee), Gwyn Arnold (Governor with OFS and HE domain expertise) and the Chief Executive and Principal to finalise and approve these documents (Access and Participation Agreement, Statement, Registration Application and supporting data) on behalf of the Governing Body, prior to submission by the College to the OFS. In doing so it was noted that this arrangement would enable greater and more effective scrutiny than would have been the case if the whole Governing Body had considered the registration documents as an item of business.
- 13.3 Governors agreed that members of Governing Body should be aware of the extent of new regulatory demands for Higher Education and asked the Clerk to circulate the full documents to all Governors, along with a short cover paper outlining the College's next steps, and taking account of any response to the submission from OFS (due before the end of May).

CE&P,
Chair, GA,
CL

23 May
2018

CE&P

June
2018

18/4/14 Staff Engagement Plan update

- 14.1 The Interim Head of HR attended for this item and presented the report. It was noted that the report had already been considered by Finance, Employment and General Purposes Committee. Members had endorsed the proposal that the timing of the next full Staff Engagement Survey should be November 2018 so that improvement actions could be implemented in the year with a further survey in November 2019 to assess impact and further actions prior to the next Ofsted visit.
- 14.2 The meeting noted the interim measures being taken to act on the feedback from the May 2017 survey and the recommendations of the Learning Together Review. The focus for immediate improvements were:
- improving the visibility of leaders and managers to staff;
 - involving staff and students in improving the processes that were contributing to poor engagement and
 - continuing successful reward and recognition activities that had come out of the Learning Together Review.

There would be some pulse tests on particular issues to take

feedback from staff throughout the year to assess the extent to which changes are having positive impact.

- 14.3 Saleem Rashid declared his interest in this item as branch chair of UCU and said that there was staff disquiet about some of the changes being proposed. Governors said that it would be useful for governors to receive the results of a “pulse survey” of teachers’ views on their concerns and learning needs but operational matters should be raised by the recognised unions at the Joint Consultative Committee.
- 14.4 Governing Body endorsed the action being taken in the report and looked forward to receiving a comprehensive forward plan from the new Executive Director of HR & Organisation Development in due course.

18/4/15 Fees and Charges Policy 2018/19

- 15.1 Governing Body received the updated Policy and noted that the Finance, Employment and General Purposes Committee had previously scrutinised the draft Policy and recommended approval to Governing Body. Since that meeting, there had been one substantial change, the refund policy for HE students had been amended to align with the requirements of Office for Students. The College would bring proposals for fee changes to Governing Body earlier next year to ensure there is adequate time to communicate changes to prospective students at open days etc.
- 15.2 Governing Body approved the Fees and Charges Policy 2018/19.

EDF&R

Jan
2019

18/4/16 Data Protection Policy

- 16.1 Governors received the Policy noting that it was based on the model policy developed on behalf of the Association of Colleges to reflect the requirements of the General Data Protection Regulation (GDPR). It was noted that the College’s Data Protection Officer is Rachel Jones on an interim basis pending a permanent appointment.
- 16.2 In response to a question, the Chief Executive and Principal said that the College had put in place new procedures for identifying, reporting and responding to data security breaches. The College’s preparations for the implementation of GDPR had been reviewed by Internal Audit and managers were responding to the findings of the review.
- 16.3 Governing Body approved the revised policy and Jay Bhayani agreed to be the Link Governor for Data Protection.

18/4/17 Risk Management Policy

This item was deferred to the meeting on 16 July 2018.

18/4/18 Governance Task and Finish Group Report

- 18.1 The Chair of the Governance Task and Finish Group presented the findings and recommendations of the Group. It was noted that on consideration the Group was not recommending a move to Carver

model but there were changes recommended to streamline the current committee structure, to make information more useful to boards and committees and to improve the effectiveness of their scrutiny.

18.2 Governing Body considered the recommendations as follows.

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|-------|--|------------------------|-----------|
| i) | It was <u>noted</u> the proposal to create a new Search, Remuneration and Governance Committee subsuming the duties of the Search Committee, Remuneration Committee and Chairs' Group as well as having oversight of Governor development and constitutional issues. Governors agreed this should include staff governors as members with appropriate rules to implement relevant parts of the Instrument & Articles. | | |
| ii) | Governors <u>approved</u> the proposed board structure but asked the new Search, Remuneration and Governance Committee to consider carefully the allocation of responsibilities for the new committees, particularly how responsibility for staff and HR matters would be distributed between FE&GP and the Learning and Teaching Quality and Student Experience. | Clerk | June 2018 |
| iii) | Governors <u>endorsed</u> the proposal that a programme of Governor training be proposed for approval in July and implementation commencing September 2018. | Clerk | June 2018 |
| iv) | Governors <u>agreed</u> that work on the KPI Scorecards for Committees and Governing Body should be completed by the end of July and that the new reports would commence in September 2018. | CE&P | July 2018 |
| v) | Governors <u>endorsed</u> the proposal that Governing Body agendas should be prioritised to highlight the most important issues and asked the Clerk to propose a new model. | Clerk | May 2018 |
| vi) | There was some concern that the production of front sheets for all reports may cause further work and result in formulaic answers to standard boxes. There were several examples provided to the group and the Group chair agreed to liaise further with the Chair, Chief Executive & Principal to formulate a cover for testing. | GT&FG, Chair, and CE&P | June 2018 |
| vii) | Governors <u>endorsed</u> that Committee Chairs should focus on the College priorities within their remit and feel able to refuse low priority requests for data and reports. | GT&FG | June 2018 |
| viii) | Governors <u>agreed</u> that the Task and Finish Group should complete work on the implementation of the revised governor self-assessment and Chair's 360° appraisal processes to commence in June, in line with the framework already adopted by the Governing Body on 05/03/2018. Once the Task and Finish Group had completed this part of its remit, the Search, Remuneration and Governance Committee would be responsible for governance issues including any actions arising from the workshop led by | CE&P | July 2018 |

National Leader of Governance in September 2018.

- ix) Regarding the meetings calendar and forward programme, the Chief Executive & Principal said that the initial focus was on completing the programme for 2018/19. The Executive would look at the feasibility and timing of producing a rolling two-year calendar (i.e. including 2019/20) and report on this to Governing Body's July meeting.
- x) Governors agreed the principal that membership of committees should be open to all members except where binding regulations or laws prohibited it. This would require the board to have mechanisms for excluding members from individual items, where required in order to avoid a substantial conflict of interest or the College's rules. Clerk to review standing orders and Committee terms of reference. Clerk July 2018
- xi) It was agreed that the Clerk should consult governors and the Executive about whether times or weekday of governor meetings should be adjusted to make them more accessible and productive. Clerk June 2018
- xii) Governors endorsed the proposal that College senior managers should report to Governing Body by July 2018 on its progress in developing and agreeing CE&P July 2018
- a. a succinct strategic plan;
 - b. a set of KPIs associated with the strategic plan including governance KPIs for monitoring effectiveness of governance;
 - c. an annual operating plan; and
 - d. risk register.

18.3 Governing Body thanked the Governance Task and Finish Group for its work and reiterated the importance of making sure that the demands made of governors are reasonable and proportionate. In making changes, it should still be possible for busy people with demanding day jobs to combine these with being a College governor.

18/4/20 Board appointments

20.1 Governing Body approved

- i) the appointment of Beri Hare as Vice Chair of Governing Body, with effect from 21/05/2018.
- ii) the appointment of Kim Streets as Chair to the Finance Employment & General Purposes Committee, with effect from 22/05/2018.
- iii) the appointment of Ian Brown and John Timms as new members to the Search Committee, with effect from 21/05/2018 until 31 July 2018

20.2	It was noted that the resignation of Anne Wilson created a vacancy for a second Vice-Chair and there were still two vacancies on Audit and Risk Assurance Committee. The Chair as Chair of Search Committee, would review committee memberships in the proposed structure with a view to identifying suitable appointments.	Chair	June 2018
18/4/21	Governor vacancy The Clerk reported that six expressions of interest had been received and there seemed to be a very strong field of candidates that closely matched the College's specification.		
18/4/22	Revisions to Instrument of Government for changes to Trustee disqualification regulations		
22.1	Governing Body <u>approved</u> the proposed changes to the wording of sections 8 and 10 of the Instrument of Government to incorporate changes to legislation on trustee disqualification as follows: Instrument 8 (5) be amended to read – ' <u>A person shall be disqualified from holding, or from continuing to hold, office as a member, if that person is disqualified from acting as a charity trustee under the Charities Act 2011 (as amended from time to time).</u> Instrument 10 (2) be added to read 'Upon a member becoming disqualified from being a charity trustee under the Charities Act 2011 (as amended from time to time) they shall cease to be a member with immediate effect and shall notify the Clerk as soon as they become aware of such disqualification.' (and subsequent sections renumbered).	Clerk	May 2018
22.2	Governors <u>noted</u> their responsibility for promptly declaring to the Clerk any changes to their eligibility.		
18/4/23	Committee Issues – Chairs' points of importance		
23.1	The meeting <u>received</u> the minutes of the following meetings with items recommended for approval approved or endorsed and other items (as identified on the summary sheets) noted as follows.		
23.2	Audit and Risk Assurance Committee – 19 March 2018 In the Chair's absence a member commented that it had been a positive and constructive meeting which had provided assurance that the College was making progress on risk management and systematically documenting action taken on the recommendations of internal audit reviews.		
23.3	Finance Employment & General Purpose Committee – 23 April 2018 Governing Body <u>noted</u> the minutes and <u>endorsed</u> the recommendations in the summary cover sheet.		

23.4 **Planning and Performance Committee – 30 April 2018**

The Committee Chair commented that much of the meeting had focused on what progress the College had made on improving teaching and learning quality and student experience since the most recent Ofsted inspection and had recommended that all governors should be appraised of this.

Governing Body noted the minutes and endorsed the actions proposed.

18/4/24 Review of meeting / closing remarks

A governor enquired about the process for implementing changes to the roles of curriculum leadership staff. The Chair clarified that the presentation to governors had been about the overall aims of the changes. The implementation arrangements were matters for the Chief Executive & Principal and her Executive Team to discuss with individuals and their trade unions, as appropriate.

18/4/25 Date of next meeting

18 June 2018 (Strategy Event) venue Clerk to confirm start time and venue

16 July 2018 at 8.00 am in room S201, Hillsborough Campus followed by a Governor tour of the campus